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Comptroller of the Currency  
Administrator of National Banks

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Central District Office  
Once Financial Place, Suite 2700  
440 South LaSalle Street  
Chicago, Illinois 60605

**Conditional Approval #442**  
**January 2001**

December 11, 2000

Mr. W. Timothy Finn II  
Financial Management Consulting Group  
The Marketplace, Suite 124  
12910 Shelbyville Road  
Louisville, Kentucky 40243

OCC Control No: 00-CE-01-0014, 00-CE-05-151

Dear Mr. Finn:

The Comptroller of the Currency (OCC) has reviewed your application to establish a new national bank, with the title of ***Bank of Evansville, National Association***. On December 11, 2000, after a thorough evaluation of all data available to the OCC, we found that your proposal met the requirements for preliminary conditional approval. Also, your request for a branch is approved. The bank also may offer credit life, health, and accident insurance in accordance with 12 CFR 2.

This approval is granted based on a thorough review of all information available, including the representations and commitments made in the application and by the proposed bank's representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed national bank will apply for membership in the Federal Reserve System and obtain FDIC insurance.

This approval is subject to the condition that the bank shall provide the OCC's Evansville Field Office at least thirty days prior notice of any significant deviations or changes from the proposed operating plan during the bank's first three years of operation. This condition is enforceable under 12 U.S. C. 1818. The bank must also provide a copy of such notice to the FDIC's Chicago Regional Office.

Please refer to the "Corporate Organization" booklet in the *Comptroller's Corporate Manual* for the instructions on organizing your bank. The booklet contains all of the steps you must take to receive your charter. As detailed in the booklet, you may establish the corporate existence of and begin organizing the bank as soon as you adopt and forward acceptable Articles of Association and the Organization Certificate to this office.

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As a "body corporate" or legal entity, you may begin taking those steps necessary for obtaining final approval, but you may not begin the business of banking until you fulfill all requirements for a bank in organization and you are granted final approval by the OCC.

Enclosed are standard requirements that must be met before the bank will be allowed to commence business. Management must ensure that the applicable policies and procedures are established and adopted by the board of directors before the bank begins operation. Applicable standard requirements also must be satisfied before the bank will be allowed to commence business.

The OCC poses no objection to the following persons serving as executive officers as proposed in the application. Additional executive officers are subject to the OCC's *prior* review and clearance.

President /Chief Executive Officer: **Mr. Thomas L. Austerman**

Senior Lending Officer: **Mr. Michael S. Sutton**

Senior Branch Executive: **Mr. Stephen C. Byelick, Jr.**

The OCC poses no objection to Messrs. **Daniel B. Aiken, Danny J. Bateman, Marc D. Fine, Paul S. Mayer, Barney R. Maynard, Gene F. Pfeiffer, Guy N. Ramsey, Ronald D. Romain, William F. Richardson IV, Peter A. Sabella, Terry W. Talley, and Albert J. Umbach, Jr.** serving as directors. All other directors are subject to the OCC's *prior* review and clearance.

Certain background checks requested by the OCC with respect to the above named individuals have not been received yet. Although we have decided not to delay action pending receipt of those responses, the OCC may consider remedies available to us if adverse or previously withheld information is received.

You are also reminded that for a period of two years after the bank has opened for business, the OCC must review and have no objection to any new executive officer or director *prior* to that person assuming such position.

The OCC will send to you under separate cover an appropriate set of OCC handbooks, manuals, issuances, and selected other publications.

You should direct any questions concerning this preliminary approval to Kerry T. Rice, National Bank Examiner at (312)-360-8858.

Yours truly,

**-signed-**

David J. Rogers  
National Bank Examiner